

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

**ARTICLES OF ASSOCIATION
OF A COMPANY NOT HAVING A SHARE CAPITAL**

[section 60(1); regulation 18]

Registration Number of Company

1995/00979/08

RADIO RIPPEL FM STEREO
(Association incorporated under section 21)

Financial Year end: The last day of February

PRELIMINARY

The standard Articles of Association as contained in Table "A" Schedule 1 to the Companies Act, 1973, shall not be applicable to this Company and the Articles of Association of this Company shall be as set out hereunder.

1. INTERPRETATION

1.1 In these Articles, unless the context shall clearly otherwise indicate:

1.1.1 "the Act" means the Companies Act, No 61 of 1973, as amended from time to time or any legislation which replaces it, as the context permits;

1.1.2 "these Articles" means the Articles of Association as originally framed or as altered from time to time by special resolution;

1.1.3 "the Board" mean the Board of Directors of the Company for the time being;

1.1.4 "the Company means RADIO RIPPEL FM STEREO (Association incorporated under section 21);

1.1.5 "the Directors" means the directors of the Company for the time being and "Board" means the Board of Directors for the time being;

1.1.6 "Community" means the English and Afrikaans speaking community in the Tshwane Municipal Area, Cullinan,, Hartbeespoort, Midrand and Surroundings in the Gauteng Province of South Africa which is served by the Company, the members of which participate in the selection and provision of programmes to be broadcast by the Company;

1.1.7 "Duly Certified" in relation to copies, means a copy certified by an appropriate Public Officer or Notary Public; or such other form of certification as the directors may from time to time in their sole discretion accept;

1.1.8 “the Non-Profit Organisations Act” means the Non-Profit Organisations Act No 71 of 1997, as amended from time to time, and shall include the Regulations promulgated thereunder;

1.1.9 “Month” means calendar month;

1.1.10 “the Office” means the registered office of the Company;

1.1.11 “Secretary: means any person appointed from time to time to perform the duties of the Secretary of the Company;

1.2 Words and expressions contained in these Articles shall bear the same meaning *mutatis mutandis* as are assigned to them by the Act, as amended from time to time.

1.3 Expressions with reference to writing shall be construed as including reference to printing, lithography, photographs and other modes of representing or reproducing words in visible form.

1.4 Words importing the singular shall include the plural, words importing the masculine, feminine or neuter shall include the others of such genders, and words importing persons shall include bodies corporate, and *vice versa* in each instance.

2. MEMBERSHIP

The members of the Company shall be the persons whose names are subscribed to the Memorandum and Articles of Association of the Company and membership shall be open to all members of the Community (including legal persons) who or which subscribe to Christian principles and values and who apply in writing to become members of the Company subject to the terms of the Memorandum and Articles of Association of the Company and whose names have been entered in the Company’s register of members as provided for in section 103(2) of the Act. Identifiable interest groups shall be encouraged to designate at least one of their number to represent their interests as members of the Company.

“Any person (including any legal person) whose application for membership of the Company has been refused shall have the right to appeal against such a decision. The appeal shall

be directed in writing to the Chief Executive Officer of the Company and shall be referred by him for consideration to an Appeal Committee consisting of 3 (three) ordinary members of the Company, 1 (one) member of the Board and 1 (one) member of the Senior Management Team of the Company, in each case to be nominated by the Chief Executive Officer of the Company. Any such appeal shall be delivered to the office of the Chief Executive Officer at the Company's place of business within 30 (thirty) days after the applicant concerned has been notified that his/her/its application has been refused. The Appeal Committee shall determine its own rules and procedure for the hearing of the appeal, provided that it shall observe the *audi alteram partem* rule and the rules of natural justice."

3. NON-TRANSFERABILITY OF MEMBERSHIP

Membership of the Company shall not be transferable.

4. NUMBER OF MEMBERS

The number of members from time to time shall not be limited, but as required by the Act, shall at no time be less than 7 (SEVEN).

5. RIGHTS AND OBLIGATIONS OF MEMBERS

5.1 Subject to the rights of membership as prescribed by statute and by these Articles, membership shall confer upon each individual member the following rights:

5.1.1 subject to the provisions of clause 14 below, the right to determine the number of directors of the Company and to nominate and elect directors of the Company from time to time;

5.1.2 the right to receive copies of the annual financial statements of the Company;

5.1.3 the right to receive notice of, attend, speak and vote at general meetings of the Company.

5.2 Anything to the contrary herein contained or implied notwithstanding, cessation of membership shall in no way release a member from any obligation undertaken by him or her prior to the cessation of membership in terms of either:

5.2.1 the provisions of clause 7.2 of the Memorandum of Association of the Company; or

5.2.2 any further or ancillary guarantee, commitment or obligation which such member may have undertaken.

6. CESSATION OF MEMBERSHIP

Membership of the Company shall cease:

6.1 upon receipt of the Company at the Office of notice in writing to this effect from the member concerned;

6.2 upon the liquidation or dissolution of the member concerned, if a legal person;

6.3 upon the death of the member, or upon the member being declared insane or incapable of managing his or her affairs;

6.4 where the Board resolves that a member has materially contravened any of the aims, objects or resolutions of the Company; provided that such member shall have the right to appeal against the decision of the Board to a committee consisting of 3 ordinary members of the company, one member of the Board and one member of the Senior Management Team of the company, in each case to be nominated by the Chief Executive of the Company.

7. REGISTER OF MEMBERS

The Company shall maintain at its Office a register of members of the Company as provided in section 105 of the Act and such Register shall be open to inspection, as provided in section 113 of the Act.

8. GENERAL MEETINGS

8.1 An annual general meeting shall be held once in every year at such time and place as may be prescribed by the Company in general meeting, or by the directors, subject always to the provisions of the Act; provided that no more than 15 (FIFTEEN) months shall elapse between the date of one annual general meeting and that of the next, and that an annual general meeting shall be held within 9 (NINE) months of the expiration of the financial year of the Company.

8.2 Annual general meetings and other general meetings shall be held at such time and place as the directors shall appoint, or at such time and place as is determined if the meetings are convened under section 179(4), 181, 182 and 183 of the Act. A general meeting shall also be convened on the requisition by members representing not less than 25% (twenty five per centum) of the total voting rights of all the members having the right to vote at general meetings of the Company.

9. NOTICE OF GENERAL MEETINGS

9.1 An annual general meeting and, subject to the provisions of sections 199(3) and 199(3A) of the Act, a meeting called for the passing of a special resolution shall be called by at least 21 (TWENTY ONE) clear days' notice in writing, and a general meeting of the Company, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by at least 14 (FOURTEEN) clear days' notice in writing.

9.2 The period of notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting,

to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these Articles, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting and who hold not less than 95% (NINETY FIVE PER CENTUM) of the total voting rights of all the members.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1 The annual general meeting shall deal with and dispose of all matters prescribed by the Act, including the consideration of the annual financial statements, the election of directors, and the appointment of an auditor, and may deal with any other business laid before it. All business laid before any other general meeting shall be considered special business.

10.2 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. 50% (FIFTY PER CENTUM) PLUS 1 (ONE) of the members of the Company (or, in the case of legal entities, their nominees) present in person or by proxy at such meeting shall constitute a quorum;

10.3 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such date as the Chairperson of the meeting may decide, provided that it shall be not less than 7 (SEVEN) days and not more than 21 (TWENTY ONE) days after the original meeting; and if at such adjourned meeting a quorum is still not present within half an hour after the time appointed for such meeting, the members present shall constitute a quorum;

10.4 Where a meeting has been adjourned as aforesaid, the Company shall, upon a date not later than 3 (THREE) days after the adjournment, send by registered post, or by electronic post, to its members a notice stating:

10.4.1 the date, time and place to which the meeting has been adjourned;

10.4.2 the reason for the adjournment.

- 10.5 The Chairperson of the Board shall preside as Chairperson at every general meeting of the Company. If at any meeting the Chairperson is not present within 15 (FIFTEEN) minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson, the Vice-Chairperson shall act, and if such person is also unwilling or absent, the members present shall choose one of their number to be the Chairperson.
- 10.6 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11. VOTES OF MEMBERS

- 11.1 At all general meetings of the Company every member present in person or represented by a proxy shall be entitled to 1 (ONE) vote, which may be exercised either on a show of hands or on a poll.
- 11.2 In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 11.3 At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll (before or on the declaration of the result of the show of hands) is demanded by the Chairperson or the members so qualified as referred to hereunder, and unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried unanimously or by a particular majority or negatived, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 11.4 The demand for a poll shall be made by not less than 2 (TWO) members present at the meeting and having the right to vote at such meeting and the demand for a poll may be withdrawn.

- 11.5 If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 11.6 A poll demanded on the election of a Chairperson or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded.

12. SIGNED RESOLUTIONS – MEMBERS

Unless a meeting is required to be held in compliance with the Act, a resolution signed by or on behalf of all members of the Company shall be as valid and effectual as if passed at a duly convened general meeting of the Company.

13. PROXIES

- 13.1 The instrument appointing a proxy shall be in writing under the hand of the appointer, or of his agent duly authorised in writing. A proxy need not be a member of the Company. The holder of a general or special power of attorney incorporating the necessary powers contemplated hereunder, shall be entitled to attend and vote at any meetings on behalf of the member granting such power.
- 13.2 The Company shall be obliged to give effect to the appointment of a proxy, provided that the instrument appointing such proxy, including the power of attorney or other authority, if any, under which it is signed or a duly certified copy thereof, shall have been deposited at the Office not less than 48 (FORTY EIGHT) hours before the time appointed for such meeting or any adjournment thereof.
- 13.3 The instrument appointing a proxy shall be in the following form, or in such form as may be acceptable to the Board:

“I _____ of _____ being a member of RADIO
 RIPPEL FM STERIO (Association incorporated under Section 21) , hereby appoint
 _____ of _____
 _____ or failing him/her
 _____ of
 _____ or failing him/her
 _____ of
 _____ as my proxy to attend,
 vote, and speak for me and on my behalf at the _____
 meeting of the Company to be held on the _____ day of _____
 20_____, and any adjournment thereof as follows:

Resolution	In favour	Against	Abstain from voting
Resolution			
Resolution			
Resolution			

(Indicate instructions to proxy by way of a cross in the space provided above).
 Unless otherwise instructed, my proxy may vote as she/he thinks fit.)

Signed this _____ day of _____ 200_____

 Signature

(Note: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in his or her stead. Such proxy need not also be a member of the Company).”

14. APPOINTMENT OF DIRECTORS

- 14.1 There shall at no time be less than 3 (THREE) or more than 10 (TEN) directors of the Company, as determined from time to time by the Company in general meeting.
- 14.2 Directors shall be appointed at the Annual General Meeting of the Company and shall hold office for a period of 2 (TWO) years whereafter they shall be eligible for re-election for a further period of two years. After a period of 4 (four) years directors shall not be eligible for re-election for at least 1 (ONE) year thereafter, PROVIDED THAT if the application of this rule would at any time result in there not being at least 2 (TWO) directors of a previous board holding office on the board of directors, the board or in the case of deadlock its chairman, shall nominate one or two directors, as the case may be, to continue to hold office as directors until the next Annual General Meeting.
- 14.3 All of the directors of the Company, shall accept full fiduciary responsibility in respect of the activities of the Company and no single person shall directly or indirectly control the decision making powers pertaining to the activities of the Company.
- 14.4 The directors shall be nominated, substituted and removed, as the case may be, by resolution of the Company in general meeting and no person shall be capable of being appointed as a director unless the provisions of section 211 of the Act have been duly complied with. Nominations for the appointment of directors at the Annual General Meeting shall be in writing signed by a proposer and a seconder (both being members of the company) and accepted and signed by the nominee and shall be received at the business premises of the company, marked for the attention of the chairperson not less than 48 hours before the meeting
- 14.5 Where the number of directors falls below the requisite minimum number, the continuing director/s may act only to increase the number of directors to the required minimum or to summon a general meeting for that purpose.
- 14.6 The directors may from time to time, by resolution appoint a person to be the Secretary of the Company who will act as the Company's Public Officer.

15. CO-OPTION OF DIRECTORS

The directors may, by unanimous decision, at any time co-opt any other person as a director, provided that every appointment made in terms of this clause shall be subject to confirmation at the next annual general meeting of the Company.

16. DIRECTORS' REMUNERATION AND REIMBURSEMENT

16.1 The directors shall:

16.1.1 not be entitled to receive any remuneration for their services as directors of the Company;

16.1.2 be entitled to reimbursement of all authorised and approved travelling, subsistence and other expenses incurred by them in the execution of their duties in or about the business of the Company.

17. REMOVAL OF DIRECTORS

Without derogating from the provisions of section 220 of the Act, and of clause 18 hereunder, the directors nominated or appointed as aforesaid may from time to time be removed and substituted by resolution of the Company in general meeting, conducted in accordance with the requirements of section 220 of the Act.

18. DISQUALIFICATION AND RESIGNATION OF DIRECTORS

18.1 The office of director shall be vacated if a director:

18.1.1 ceases to be a member of the Company;

18.1.2 ceases to be a director or becomes prohibited from being a director by virtue of any provisions of the Act;

18.1.3 resigns his or her office by notice in writing to the Company;

18.1.4 contravenes the provisions of clause 20.1 below;

18.1.5 is absent from 3 (THREE) consecutive meetings of the Board without obtaining prior leave of absence, unless the Board in a particular instance shall otherwise determine;

18. retires or is removed from office in accordance with the provisions of these Articles.

18.2 No employee of the Company may be a Director of the Company.

19 **POWERS AND DUTIES OF DIRECTORS**

Subject to the provisions of clause 28 below, the business of the Company shall be managed by the directors, who may pay, on behalf of the Company, all expenses incurred in promoting and incorporating the Company, and may exercise all such powers of the Company as are not by the Act, or by these Articles, required to be exercised by the Company in general meeting. Without in any way derogating from the generality of the foregoing, the directors shall be entitled to exercise on behalf of the Company any of the powers itemised under clause 5 of the Memorandum of Association of the Company. The Directors in exercising their powers shall have due regard to the following principles set out hereunder.

20 **DIRECTORS' INTERESTS**

20.1 No director shall have an interest in, or benefit from, any contract which may be concluded, on behalf of the Company, with any person, company, organisation or association of persons, except with the approval of the full board.

20.2 Any contract concluded with any director of the Company in contravention of the provisions of clause 20.1 above shall be null and void and shall not bind the Company.

21 PROCEEDINGS OF DIRECTORS

21.1 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they deem fit, provided that they shall meet at least 3 (THREE) times in every calendar year.

21.2 The Chairperson may, and the Secretary on the requisition of any two or more directors shall, at any time summon a meeting of the directors.

22 QUORUM – DIRECTORS

22.1 At all meetings of directors the quorum necessary for the transaction of business shall be 50% (FIFTY PER CENTUM) of the number of elected directors PLUS 1 (ONE).”

23 VOTING – DIRECTORS

23.1 Each director present or represented at a meeting shall be entitled to exercise 1 (ONE) vote. Where a person is alternate to more than one director, or where an alternate is also a director in his or her personal capacity, he or she shall have a separate vote on behalf of each director whom he or she is representing in addition to his or her own vote as director, if applicable.

23.2 Questions arising at any meeting shall be decided by a majority of votes, save where otherwise stated in these Articles. In the case of an equality of votes, the Chairperson shall have a second or casting vote.

24 ELECTION OF THE CHAIRPERSON

The Company may in general meeting from time to time elect a Chairperson and Vice-Chairperson, as the case may be, to preside at meetings of the Board and at general meetings of the Company, but if no such Chairperson or Vice-Chairperson be elected, or if at any meeting the Chairperson be not present within 30 (THIRTY) minutes after the time appointed for holding the same, the directors present or the members present, as the case may be, shall choose someone of their number to be Chairperson of such meeting.

25 **SIGNED RESOLUTIONS – DIRECTORS**

Subject to the Act, a resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted. The resolution may consist of several documents, each signed by one or more directors in terms of this clause.

26 **MINUTES AND MINUTE BOOK**

The directors shall, in accordance with section 204 of the Act, cause minutes to be kept in books provided for the purpose:

26.1 of all appointments of directors and Officers;

26.2 of the names of the directors present at each meeting of the directors, and of any Committee appointed by the directors;

26.3 of all resolutions and proceedings at all meetings of the Company and the directors, and of Committees appointed by the directors; and every director or Committee member present at such meeting shall sign his or her name in a book to be kept for that purpose; and shall cause such minutes to be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

27 **INSPECTION OF MINUTES**

The minutes kept of every meeting of the Company under section 204 of the Act may be inspected and copied as provided in section 113 of the Act.

28 DELEGATION – COMMITTEES

28.1 The directors shall appoint a financial committee which shall be responsible for the financial management of the company subject to the financial policy of the company in force and any directions which may be issued by the Board from time to time. The financial committee shall consist of a minimum of 2 (TWO) and a maximum of 4 (FOUR) persons who need not themselves be directors, with financial and/or business backgrounds. The directors may in addition delegate any of their powers to any other committees which the Board may resolve to establish. Subject, if applicable, to the provisions of clause 28.2 below, all such committees shall, in the exercise of the powers delegated to them, remain accountable to the Board and conform to any regulation that may be imposed on them by the Board.

28.2 ***All decisions and resolutions taken by any committee established in terms of this clause 28 shall, be submitted to the Board for record purposes at the next meeting of the Board of Directors.***

28.3 A committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within 30 (THIRTY) minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.

28.4 A committee may meet and adjourn as deemed proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall not have a second or casting vote.

28.5 In addition to the foregoing powers of delegation, the Board may delegate to the Company's Chief Executive Officer (and withdraw) such of the directors' powers as the Board may deem fit, subject to any directions which the Board may deem fit to issue.

29 DEFECTS IN THE APPOINTMENT OF DIRECTORS

All acts done by any meeting of the directors or of a committee appointed by the directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered

that there was some defect in the appointment of such director or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

30 ALTERNATE DIRECTORS

30.1 A director shall be entitled to nominate any other person to act as alternate director in his or her place during his or her absence or inability to act as such. If such appointment is made, the alternate director shall in all respects be subject to the terms, qualifications and conditions existing with regard to the other directors of the Company.

30.2 The appointment of an alternate director shall be revoked, and the alternate director shall cease to hold office, whenever the director who nominated him or her ceases to be a director; or should such director or the alternate himself or herself give notice to the Secretary that such alternate has ceased to represent the director concerned; or should the Board of directors so decide.

31 SECRETARY

The directors may from time to time, by resolution, appoint a person to be Secretary of the Company.

32 RESERVE FUND

The directors may establish any reserve fund or funds for the purpose of meeting contingencies or for the furtherance of any of the objects of the Company, and such fund or funds may be invested as provided in clause 5.2.5 of the Memorandum of Association.

33 BORROWING POWERS

The directors' borrowing powers shall be unlimited, and they shall be entitled to borrow money and to mortgage or bind the undertaking and property of the Company or any part thereof.

34 ACCOUNTS AND AUDIT

34.1 In the event that the Company is granted authority to collect contributions from the general public under the provisions of the Non-Profit Organisations Act, and for as long as such authority is granted to the Company, the directors shall cause such accounting records to be kept as are prescribed by, and in compliance with, the provisions of the Non-Profit Organisations Act.

34.2 Auditors shall be appointed (and if necessary removed and replaced) and their duties regulated in accordance with the Act; provided that the auditor shall not be a director of the Company.

34.3 Without derogating from the provisions of clause 34.1 above, the directors shall cause such accounting records to be kept as are prescribed by section 284 of the Act, in order to fairly present the state of affairs and business of the Company and to explain the transaction and financial position of its trade or business.

34.4 The accounting records shall be kept at the office of the Company and shall always be open to the inspection of the directors.

34.5 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being directors.

35 ANNUAL FINANCIAL STATEMENTS

35.1 In the event that the Company is granted authority to collect contributions from the general public under the provisions of the Non-Profit Organisations Act, and for as long as such authority is granted to the Company, the directors shall cause financial

statements and annual reports to be prepared and submitted to the Director of Non-Profit Organisations in accordance with the provisions of the Non-Profit Organisations Act.

- 35.2 The directors shall cause the financial statements and annual reports referred to in clause 34.1 above to be submitted to the Director of Non-Profit Organisations in respect of each financial year of the Company and shall cause such financial statements and annual reports to lie for inspection, free of charge, by any member of the public at the office of the Company for a period of 3 (THREE) months from the date on which the financial statements and annual reports were submitted to the Director of Non-Profit Organisations.
- 35.3 Without derogating from the provisions of clauses 34.1 and 34.3 above, the directors shall from time to time, in accordance with section 286 and 288 of the Act, cause to be prepared and laid before the Company in general meeting such annual financial statements as are referred to in such sections.
- 35.4 A copy of the annual financial statements which are to be laid before the Company in general meeting shall not less than 21 (TWENTY ONE) days before the date of the meeting be sent to every member of the Company and to the Registrar; provided that this clause 35.4 does not require a copy of those documents to be sent to any person of whose address the Company is not aware.

36 NOTICES

- 36.1 A notice may be given by the Company to any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her registered address or, if he or she has no registered address in the Republic, at the address, if any, supplied by him or her to the Company for the giving of notices to him or her. Subject to the provisions of any legislation in this regard, notice may also be given by email or by fax to any email address or fax number as may be furnished by a member for this purpose. Notice of the Annual General Meeting or any General Meeting of members shall also be given by way of one or more prominent announcements over the air at least 21 (TWENTY ONE) days before the date of such meeting(s)

- 36.2 Any notice if given by post shall be deemed to have been served 4 (FOUR) days after the letter containing the same is posted and, in proving the giving of the notice sent by post, it shall be sufficient to produce a registered slip indicating that the notice was properly addressed and despatched.
- 36.3 Notice of every general meeting shall be given in any manner required or authorize by law by these Articles:
- 18. to every member of the Company;
 - 19. to the auditor for the time being of the Company.
- 36.4 The accidental omission to give any notice of a general meeting to a member or the non-receipt of any such notice by a member, shall not invalidate any resolution passed at such meeting.

37 INDEMNITIES

- 37.1 Subject to any contrary provision of the Act, every director and other Officer of the Company shall be indemnified out of the funds of the Company against all authorised and approved costs, expenses and liabilities properly incurred by him or her in the course of the Company's business.
- 37.2 No director, officer or employee of the Company shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee or for joining in any receipt or other act for conformity, or for loss or expense happening to the Company through the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office, or in relation thereto, unless the same happen through his or her own wrongful act, negligence, default, breach of duty or breach of trust.

38 **PERMITTED ALTERATIONS**

Subject to the provisions of clause 6.3 of the Memorandum of Association and of the Act, the Company may alter the provisions of its Memorandum and Articles of Association by special resolution.